

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, Fax : (033) 2221-9381
Mobile : 98300-55689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 46th Annual General Meeting of
Pebco Motors Limited
8A, Monalisa
17, Camac Street
Kolkata - 700017**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 46th Annual General Meeting of the members of “**Pebco Motors Limited**” (“*Company*”) held on Monday, 27th August, 2018 at Hotel Hindusthan International, 235/1, A J C Bose Road, Kolkata-700020 at 12:00 noon for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 28th May, 2018. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by Niche Technologies Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Friday, the 24th August, 2018 up to 5.00 P.M. IST on Sunday, the 26th August, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 20th August, 2018 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice dated 28th May, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Monday, the 27th August, 2018 around 02:20 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180806018] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2018 along with the reports of the Board of Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	883995	
Voting by ballot	6	18150	
Total	37	902145	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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b) Resolution 2

To declare Dividend on Equity Shares for the financial year 2017-18

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	883995	
Voting by ballot	6	18150	
Total	37	902145	100.00%

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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c) Resolution 3

To appoint a Director in place of Shri Kishan N. Parikh (DIN: 00453209) who retires by rotation and being eligible offers himself for re-appointment

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	883995	
Voting by ballot	6	18150	
Total	37	902145	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



** SPECIAL BUSINESS:****d) Resolution 4 : Special Resolution****Continuation of Directorship of Shri Manoranjan Dash (DIN: 01803468) as Non-Executive Director of the Company****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	883995	
Voting by ballot	6	18150	
Total	37	902145	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 28.08.2018

A. K. LABH

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Witness :

1. *Amrita Sampat*

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata - 700 050

2. *Priti Priya Singh*

(Priti Priya Singh)
8/A, Kailash Saha Lane
Kolkata - 700007



Received the Report of the Scrutinizer
For Pebco Motors Limited

Shilpa Aggarwal

(Shilpa Aggarwal)
Company Secretary